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RECORDATION NO. 20144-F FILED

DEC 22 '04 1:44 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

December 22, 2004

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Partial Lease Termination, a secondary document, dated as of December 22, 2004. The primary document to which this is connected is recorded under Recordation No. 20144. We request that one copy of this document be recorded under Recordation No. 20144-F.

The names and addresses of the parties to the Instrument of Partial Lease Termination are:

Lessor:

ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, OH 44131

Lessee:

Dakota, Minnesota & Eastern Railroad Corporation
140 North Phillips Avenue
Sioux Falls, SD 57104

A description of the equipment covered by the Instrument of Partial Lease Termination consists of 69 covered hopper cars numbered DME 51230, 51231, and 51233-51299, inclusive.

BALL JANIK LLP

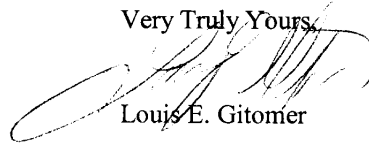
Honorable Vernon A. Williams
December 22, 2004
Page 2

A fee of \$ 32.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Instrument of Partial Lease Termination between ICX Corporation, 2 Summit Park Drive, Suite 300, Cleveland, OH 44131, and Dakota, Minnesota & Eastern Railroad Corporation, 140 North Phillips Avenue, Sioux Falls, SD 57104, covering 69 covered hopper cars numbered DME 51230, 51231, and 51233-51299, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 20144-F FILED

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SURFACE TRANSPORTATION BOARD

INSTRUMENT OF PARTIAL LEASE TERMINATION (the "INSTRUMENT"), dated as of December 22, 2004, between ICX Corporation ("ICX"), as lessor, and Dakota, Minnesota and Eastern Railroad Corporation ("DM&E"), as lessee.

WITNESSETH

WHEREAS, a Master Equipment Lease Agreement dated as of April 9, 1996 (the "Lease") between NationsBanc Leasing Corporation ("NationsBanc"), as lessor, and DM&E, as lessee, was recorded at the Surface Transportation Board (the "Board") on June 19, 1996 under Recordation No. 20144 for 100 covered hopper cars numbered DME 51000-51044, inclusive, and 51048-51102, inclusive.

WHEREAS, Schedule No. 3, dated as of July 31, 1996 between NationsBanc, as lessor, and DM&E, as lessee, was recorded at the Board on August 12, 1996 under Recordation No. 20144-B for 70 covered hopper cars numbered DME 51230-51299, inclusive (the "Equipment").

WHEREAS, a Sale and Assignment Agreement dated as of September 3, 1996 (the "Sale") between NationsBanc, as assignor, and MetLife Capital, Limited Partnership ("MetLife"), as assignee, was recorded at the Board on September 5, 1996 under Recordation No. 20144-C for the Equipment.

WHEREAS, a Memorandum of Assignment of Equipment Lease Schedule dated as of December 8, 1999 (the "Assignment") between General Electric Business Asset Funding Corporation ("GE"), as successor to MetLife, as assignor, and ICX, as assignee, was recorded at the Board on December 8, 1999 under Recordation No. 20144-D for the Equipment.

WHEREAS, ICX and DM&E desire to execute this INSTRUMENT to evidence for the public record the satisfaction and release of all of the obligations of ICX and DM&E with respect to the Equipment, except for such obligations intended to survive the termination or expiration of the Lease, and rights of ICX as owner of the Equipment under the Lease.

NOW, THEREFORE, in consideration of the premises:

ICX and DM&E do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations arising under the Lease with respect to the Equipment, except for such obligations intended to survive the termination or expiration of the Lease. The Lease terminated with respect to the Equipment on December 22, 2004.

The rights and obligations of the parties to the Lease with respect to equipment other than the Equipment are not affected by this Instrument.

This INSTRUMENT may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, ICX and DM&E have executed or caused this
INSTRUMENT to be executed as of the date first above written.

ICX CORPORATION

By: 

Its: JOHN M. O'DONNELL
VICE PRESIDENT

DAKOTA, MINNESOTA AND EASTERN
RAILROAD CORPORATION

By: _____

Its: _____

INSTRUMENT OF PARTIAL LEASE TERMINATION

IN WITNESS WHEREOF, ICX and DM&E have executed or caused this
INSTRUMENT to be executed as of the date first above written.

ICX CORPORATION

By: _____
Its: _____

DAKOTA, MINNESOTA AND EASTERN
RAILROAD CORPORATION

By: Kurt V. Feaster
Its: _____
Kurt V. Feaster, Sr. V.P.,
Chief Financial Officer & Secretary

INSTRUMENT OF PARTIAL LEASE TERMINATION

STATE OF OHIO)
) ss.
County of Cuyahoga)

On this 20th day of December 2004, before me, Michelle Smego, the undersigned
Notary Public, personally appeared John O. Donnell personally known to me to
be the person who executed the within instrument as Vice President on behalf
of the corporation therein named, and acknowledged to me that the corporation executed it.

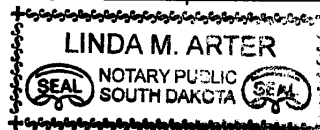
Michelle Smego
Notary Public for _____
My Commission expires _____

MICHELLE SMEGO
Notary Public, State of Ohio, Cuy. Cty.
My commission expires July 1, 2008

STATE OF South Dakota)
County of Minnehaha) ss.

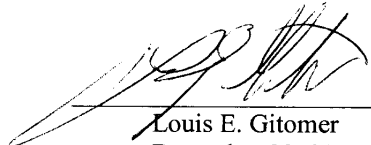
On this 20th day of December 2004, before me, Linda M. Arter, the undersigned Notary Public, personally appeared Kurt J. Feaster personally known to me to be the person who executed the within instrument as CFO & Secretary on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Linda M. Arter
Notary Public for Minnehaha Cty
My Commission expires 01/09



CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Instrument of Partial Lease Termination dated as of December 22, 2004, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
December 22, 2004